

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

FLASHPOINT TECHNOLOGY, INC.,

Plaintiff,

V.

APITEK, INC., ARGUS CAMERA CO., LLC,
BUSHNELL INC., DXG TECHNOLOGY (U.S.A.)
INC., DXG TECHNOLOGY CORP., GENERAL
ELECTRIC CO., LEICA CAMERA AG, LEICA
CAMERA INC., MINOX GMBH, MINOX USA, INC.,
MUSTEK, INC. USA, MUSTEK, INC., OREGON
SCIENTIFIC, INC., POLAROID CORP., RITZ
INTERACTIVE, INC., RITZ CAMERA CENTERS,
INC., SAKAR INTERNATIONAL, INC., D/B/A
DIGITAL CONCEPTS, TABATA U.S.A., INC., D/B/A
SEA & SEA, TARGET CORP., VISTAQUEST CORP.,
VUPOINT SOLUTIONS, INC., WALGREEN CO., and
WAL-MART STORES, INC.,

Defendants

C.A. No. 08-139-GMS

JURY TRIAL DEMANDED

PLAINTIFF'S REPLY TO WAL-MART STORES, INC.'S COUNTERCLAIMS

Plaintiff FlashPoint Technology, Inc. (“FlashPoint”) hereby responds to each paragraph of Wal-Mart Stores, Inc.’s (“Wal-Mart”) Counterclaims as follows:

PARTIES

75. Upon information and belief, admitted.

76. Admitted.

JURISDICTION AND VENUE

77. Admitted that Wal-Mart purports to state counterclaims for invalidity and non-infringement of the patents-in-suit, and that this Court has subject matter jurisdiction over Wal-Mart's counterclaims pursuant to 28 U.S.C. §§ 2201-2202, the Patent Law of the United States, 35 U.S.C. §§ 1, *et seq.*, and 28 U.S.C. §§ 1331, 1332, and 1338, but otherwise denied.

{BMF-W0095380.}

78. Admitted.

79. Admitted.

COUNT ONE: DECLARATORY RELIEF REGARDING NON-INFRINGEMENT

80. Admitted that an actual controversy exists between the FlashPoint and Wal-Mart with respect to Wal-Mart's infringement of one or more claims of the patents-in-suit, but otherwise denied.

81. Denied.

82. Denied.

COUNT TWO: DECLARATORY RELIEF REGARDING INVALIDITY

83. Admitted.

84. Denied.

85. Denied.

PRAYER FOR RELIEF

In addition to the relief requested in Plaintiff's Original Complaint, Plaintiff respectfully requests a judgment as follows against Wal-Mart as follows:

A. That Wal-Mart takes nothing by its Counterclaims;

B. That the Court award Plaintiff costs and attorneys' fees incurred in defending against these Counterclaims; and

C. Any and all further relief for Plaintiff as the Court may deem just and proper.

JURY DEMAND

Plaintiff demands a trial by jury on all issues.

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Dated: May 20, 2008

/s/ Evan O. Williford

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CERTIFICATE OF SERVICE

I, Evan O. Williford, hereby certify that on May 20, 2008, I caused to be electronically filed a true and correct copy of the foregoing document – **Plaintiff's Reply to Wal-Mart Stores, Inc.'s Counterclaims** – with the Clerk of Court using CM/ECF which will send notification of such filing to the following local counsel for defendants:

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I further certify that on May 20, 2008, I caused a copy of the foregoing document to be served on the following defendants by First Class Mail:

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/s/ Evan O. Williford

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